

ASSIGNMENT OF LEASE

FOR VALUE RECEIVED, the undersigned, LIGHTRON CORPORATION, a Delaware corporation, does hereby assign, transfer and set over unto BAKER PROPERTIES, a Connecticut limited partnership, all of its right, title and interest in and to that certain lease agreement dated February 1, 1973 between Geringer Realty Corp., as Landlord, and Lightron Corporation, as Tenant (hereinafter the "Lease").

The Lease relates to certain property located at or about Furnace Dock Road, Town of Cortlandt, County of Westchester, State of New York, and provides for a term beginning February 1, 1973 and ending December 31, 1988, unless sooner terminated as therein provided.

Dated: December 23, 1982

LIGHTRON CORPORATION

By:


MYRON LEVY, President

ASSUMPTION OF LEASE

IN CONSIDERATION of the foregoing Assignment of Lease, the undersigned, BAKER PROPERTIES, a Connecticut

limited partnership, hereby assumes and agrees to pay and perform all of the liabilities, covenants and obligations on the part of LIGHTRON CORPORATION to be paid, kept and performed under the provisions of the Lease, ^{from and after the date hereof} and agrees to indemnify and hold harmless LIGHTRON CORPORATION ^{including} from all liabilities and obligations under or in respect of the Lease.

The Lease may not be further assigned without the written consent of LIGHTRON CORPORATION, and any such assignment or attempted assignment without the written consent of LIGHTRON CORPORATION shall be void and of no force or effect, and result in an automatic release of all liabilities and obligations of LIGHTRON CORPORATION under the Lease, if any.

Dated: December 23, 1982

BAKER PROPERTIES

By: 
DENNIS A. FILIPPI

GUARANTY


FOR VALUE RECEIVED, the undersigned, BAKER FIRESTONE, INC., a New York corporation, does hereby

unconditionally guarantee to LIGHTRON CORPORATION the due and punctual payment and performance by BAKER PROPERTIES, its successors and assigns, of all the liabilities and obligations of BAKER PROPERTIES under or in respect of the foregoing Assumption of Lease, and further, agrees to indemnify and hold harmless LIGHTRON CORPORATION from all ^(such) liabilities and obligations under or in respect of the Lease.

Dated: December 23, 1982

BAKER FIRESTONE, INC.

By:


DENNIS A. FILIPPI Asst. Secretary

STATE OF NEW YORK)
COUNTY OF) ss.:

On this 23rd day of December, 1982, before me personally came MYRON LEVY, to me known, who being by me duly sworn, did depose and say that he resides at Huntington, New York; that he is the President of LIGHTRON CORPORATION, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Notary Public

STATE OF NEW YORK)
COUNTY OF) ss.:

holder of a power of attorney from William A. Baker, Jr., a

On this ^{23rd} day of December, 1982, before me personally came Dennis A. Filippi, to me known to be the General Partner of the limited partnership described in and which executed the foregoing instrument; and he acknowledged to me that he executed the foregoing instrument for and in behalf of the said limited partnership.

Notary Public

STATE OF NEW YORK)
COUNTY OF) ss.:

On this 23rd day of December, 1982, before me personally came Dennis A. Filippi to me known, who being by me duly sworn, did depose and say that he resides at _____; that he is the Assistant Secretary of BAKER FIRESTONE, INC., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

Notary Public

W 51—Statutory Short Form of General Power of Attorney:
Disability Clause, if not desired cross out:
With Affidavit of Attorney. Gen. O. Law §5-1601:1-81
Complies with Chap. 140, Laws of 1981

JULIUS BLUMBERG, INC.,
PUBLISHER, NYC 10013

Notice: The powers granted by this document are broad and sweeping. They are defined in New York General Obligations Law, Article 5, Title 15, sections 5-1502A through 5-1503, which expressly permits the use of any other or different form of power of attorney desired by the parties concerned.

Know All Men by These Presents, which are intended to constitute a **GENERAL POWER OF ATTORNEY** pursuant to Article 5, Title 15 of the New York General Obligations Law:
WILLIAM A. BAKER, JR., having an address at 485 Washington Avenue, Pleasantville
That I New York 10570, as a general partner of Baker Properties and of Baker Capital,
(insert name and address of the principal) both Connecticut limited partnerships
do hereby appoint
(insert name and address of the agent, or each agent, if more than one is designated)
DENNIS A. FILIPPI, having an address at 485 Washington Avenue, Pleasantville,
New York 10570

my attorney(s)-in-fact TO ACT

(a) If more than one agent is designated and the principal wishes each agent alone to be able to exercise the power conferred, insert in this blank the word "severally". Failure to make any insertion or the insertion of the word "jointly" will require the agents to act jointly.

In my name, place and stead in any way which I myself could do, if I were personally present, with respect to the following matters as each of them is defined in Title 15 of Article 5 of the New York General Obligations Law to the extent that I am permitted by law to act through an agent:

(Strike out and initial in the opposite box any one or more of the subdivisions as to which the principal does NOT desire to give the agent authority. Such elimination of any one or more of subdivisions (A) to (L), inclusive, shall automatically constitute an elimination also of subdivision (M).)

To strike out any subdivision the principal must draw a line through the text of that subdivision AND write his initials in the box opposite.

- | | |
|---|---|
| (A) real estate transactions;..... |] |
| (B) chattel and goods transactions;..... |] |
| (C) bond, share and commodity transactions;..... |] |
| (D) banking transactions;..... |] |
| (E) business operating transactions;..... |] |
| (F) insurance transactions;..... |] |
| (G) estate transactions;..... |] |
| (H) claims and litigation;..... |] |
| (I) personal relationships and affairs;..... |] |
| (J) benefits from military service;..... |] |
| (K) records, reports and statements;..... |] |
| (L) full and unqualified authority to my attorney(s)-in-fact to delegate any or all of the foregoing powers to any person or persons whom my attorney(s)-in-fact shall select;..... |] |
| (M) all other matters;..... |] |
| (N) all matters in connection with the purchase of property located at Furnace Dock Road, Cortland, New York and the assumption of the lease relating to such property. | |

This power of attorney shall not be affected by the subsequent disability or incompetence of the principal.

To induce any third party to act hereunder, I hereby agree that any third party receiving a duly executed copy or facsimile of this instrument may act hereunder, and that revocation or termination hereof shall be ineffective as to such third party unless and until actual notice or knowledge of such revocation shall have been received by such third party, and I for myself and for my heirs, executors, legal representatives and assigns, hereby agree to indemnify and hold harmless any such third party from and against any and all claims that may arise against such third party by reason of such third party having relied on the provisions of this instrument.

In Witness Whereof, I have hereunto signed my name and affixed my seal this.....
day of December, 1982.....
.....(Seal)
(Signature of Principal)

STATE OF

COUNTY OF

ss.:

On the

day of

19

before me personally came

WILLIAM A. BAKER, JR.

to me known, and known to me to be the individual described in, and who executed the foregoing instrument, and he acknowledged to me that he executed the same, and who being duly sworn by me, did depose and say that he is a general partner of Baker Properties and Baker Capital, Connecticut limited partnerships, and that he executed the foregoing instrument as such general partner and that he had authority to sign the same.

BCLP00355

STATE OF _____, COUNTY OF _____ ss.:

On the _____ day of _____ 19 _____ before me personally came

to me known, and known to me to be the individual described in, and who executed the foregoing instrument, and he acknowledged to me that he executed the same.

AFFIDAVIT AS TO POWER OF ATTORNEY BEING IN FULL FORCE

STATE OF _____, COUNTY OF _____ ss.:

being duly sworn, deposes and says:
as principal,

That
who resides at _____
did, in writing, under date of _____ appoint me his true and lawful
attorney, and that annexed hereto, and hereby made a part hereof, is a true copy of said power of attorney.

THAT, as attorney in fact of said principal and under and by virtue of the said power of attorney,
I have this day executed the following described instrument

THAT at the time of executing the above described instrument I had no actual knowledge or actual notice of revocation or termination of the aforesaid power of attorney by death or otherwise, or notice of any facts indicating the same.

THAT I hereby represent that the said principal is now alive; has not, at any time, revoked or repudiated the said power of attorney; and the said power of attorney still is in full force and effect.

That I make this affidavit for the purpose of inducing

to accept delivery of the above described instrument, as executed by me in my capacity of attorney in fact of the said principal, with the full knowledge that the said

in accepting the execution and delivery of the aforesaid instrument and in paying a good and valuable consideration therefor, will rely upon this affidavit.

Sworn to before me
this _____ day of _____

19 _____

Power of Attorney
Statutory Short Form

Dated,, 19.....